

Exhibit E



TO: Solomon Kibriye
Barclays Capital Inc.
745 7th Ave Fl 20
New York, NY 10019-6801

RE: **Process Served in New York**
FOR: Barclays Capital Inc. (Domestic State: CT)

Service of Process

Transmittal

04/30/2019

CT Log Number 535399338

ENCLOSED ARE COPIES OF LEGAL PROCESS RECEIVED BY THE STATUTORY AGENT OF THE ABOVE COMPANY AS FOLLOWS:

TITLE OF ACTION: RE: The Financial Oversight and Management Board for Puerto Rico, as representative of the Commonwealth of Puerto Rico, et al., Debtors // To: Barclays Capital Inc.

DOCUMENT(S) SERVED: Motion, Attachment(s)

COURT/AGENCY: District of Puerto Rico - United States District Court, - , -
Bankruptcy Case # 17BK3283LTS
Adversary Case # None Specified

NATURE OF ACTION: Bankruptcy Litigation - Informative Motion of the Financial Oversight and Management Board for Puerto Rico Acting by and Through Its Special Claims Committee Regarding Further Order Pursuant to Bankruptcy Rules 1007(I) and 2004 Authorizing Discovery and Compelling Disclosure of Lists of Security Holders

ON WHOM PROCESS WAS SERVED: C T Corporation System, New York, NY

DATE AND HOUR OF SERVICE: By Regular Mail on 04/30/2019 postmarked on 04/23/2019

JURISDICTION SERVED : New York

APPEARANCE OR ANSWER DUE: None Specified

ATTORNEY(S) / SENDER(S): Edward S. Weisfelner
Brown Rudnick LLP
Seven Times Square
New York, NY 10036
212-209-4800

ACTION ITEMS: CT has retained the current log, Retain Date: 05/01/2019, Expected Purge Date: 05/06/2019
Image SOP
Email Notification, Solomon Kibriye solomon.kibriye@barclays.com
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TO: Solomon Kibriye
Barclays Capital Inc.
745 7th Ave Fl 20
New York, NY 10019-6801

RE: **Process Served in New York**
FOR: Barclays Capital Inc. (Domestic State: CT)

**Service of Process
Transmittal**
04/30/2019
CT Log Number 535399338

SIGNED: C T Corporation System
ADDRESS: 28 Liberty St
42 Floor
New York, NY 10005-1400
TELEPHONE: 212-590-9070

DOCKET HISTORY:

| DOCUMENT(S) SERVED: | DATE AND HOUR OF SERVICE: | TO: | CT LOG NUMBER: |
|--------------------------------------|--|--|-----------------------|
| Order, Notice, Motion, Exhibit(s) | By Priority Mail on 04/22/2019 postmarked on 04/18/2019 | Solomon Kibriye Barclays Capital Inc. | 535346402 |

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04/23/2019
US POSTAGE \$001.30

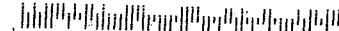


ZIP 38103
041E12204077

Prime Clerk, LLC
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New York, NY 10022

LEGAL NOTICE ENCLOSED. DIRECT TO ATTENTION OF ADDRESSEE OR PRESIDENT/GENERAL COUNSEL.

Puerto Rico 1845 SRF 32480 PackID: 8 PackID: DTC_8 Svc: DTC
BARCLAYS CAPITAL INC./LE
c/o CT Corporation System
28 Liberty Street
New York NY 10005



SRF 32480

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

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| In re: | : |
| THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, | : PROMESA |
| as representative of | : Title III |
| THE COMMONWEALTH OF PUERTO RICO <i>et al.</i> , | : Case No. 17-BK-3283 (LTS) |
| Debtors. ¹ | : (Jointly Administered) |
| | : |
| | X |

**INFORMATIVE MOTION OF THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO, ACTING BY AND THROUGH
ITS SPECIAL CLAIMS COMMITTEE, REGARDING FURTHER ORDER PURSUANT
TO BANKRUPTCY RULES 1007(i) AND 2004 AUTHORIZING DISCOVERY AND
COMPELLING DISCLOSURE OF LISTS OF SECURITY HOLDERS**

To the Honorable United States District Court Judge Laura Taylor Swain:

The Financial Oversight and Management Board for the Commonwealth of Puerto Rico (the “Oversight Board”), acting through its Special Claims Committee (the “Special Claims Committee”), hereby submits this informative motion (the “Motion”) pursuant to the *Order Pursuant to Bankruptcy Rules 1007(i) and 2004 Authorizing Discovery and Compelling Disclosure of Lists of Security Holders* [ECF No. 6384] (the “First Order”), entered by the Court in response to the *Urgent Motion of the Financial Oversight and Management Board of Puerto*

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780 (LTS)) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Rico for Entry of an Order Under Bankruptcy Rules 1007(i) and 2004 Authorizing Discovery and Compelling Disclosure of Lists of Security Holders dated April 8, 2019 [ECF No. 6143] (the “Motion to Compel”).²

I. Supplemented Appendix and Effectiveness of First Order.

1. In the Motion to Compel, the Oversight Board described its process to identify certain Participant Holders of Challenged Bonds.³

2. The Oversight Board requested that the Court authorize it to issue the Document Request, as attached thereto, to the list of Participant Holders identified at Appendix 2 to Exhibit B to the Motion to Compel (“Appendix 2”), as such appendix might be supplemented or amended upon receipt of information pursuant to the Oversight Board’s search process.

3. With the First Order, the Court granted the Oversight Board’s request as to Participant Holders identified in Appendix 2 “as such appendix may be supplemented upon receipt of information” sufficient for the Oversight Board to identify Participant Holders of the Challenged Bonds. First Order, p. 9, para. 2.

4. The Special Claims Committee has completed the process of identifying Participant Holders of Challenged GO Bonds as described in the Motion to Compel and has accordingly supplemented Appendix 2 and served the First Order on all Participant Holders named therein. ECF No. 6465 (certificate of service). The supplemented Appendix 2 is attached hereto as Exhibit A.

5. By its terms, the First Order is effective as to the Participant Holders identified at Exhibit A hereto.

² Except as otherwise stated herein, the Oversight Board shall be considered to be acting through its Special Claims Committee for purposes of this Motion to Compel.

³ Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion to Compel.

II. Conclusion of Discovery Conference.

6. The First Order provides that the “parties shall meet and confer regarding the creation of an appropriate confidentiality agreement...[and] shall submit such proposal, or competing proposals to the Court, on or before April 23, 2019.”

7. In accordance with the First Order, the Oversight Board met and conferred with as many Participant Holders as possible prior to the filing hereof, including each of the parties that previously objected to the Motion to Compel.⁴

8. Pursuant to these conferences and the terms of the First Order, the Oversight Board hereby proposes that the Court issue a second order in the form attached hereto at Exhibit B (the “Proposed Second Order”), providing for, among other things, redaction of sensitive information.

9. The Oversight Board understands that U.S. Bank, The Bank of New York Mellon, Bank of America, Goldman Sachs Bank and JPMorgan Chase Bank have each consented to the entry of the Proposed Second Order.

10. The Oversight Board believes this complies with the Court’s enjoinder in the First Order that “sealing should be proposed only in very limited circumstances, if at all. Not only does sealing keep information from the public, but it imposes an incredible administrative burden on the Court.” First Order, p. 7, para. 2.

11. In sum, the Proposed Second Order would require the Oversight Board to file its complaints in redacted form using pseudonyms to identify defendants, and submit a single “key” document to the Court under seal, matching all pseudonymous defendants to identifying information. The Proposed Second Order, absent further motion as permitted by the First Order,

⁴ The Oversight Board was represented in such conference by both the undersigned counsel to the Special Claims Committee and Proskauer Rose LLP as counsel to the Oversight Board.

would be effective only for twenty-one (21) days, after which time no further redaction or filing under seal would be required. Given that the Oversight Board hopes to stay the Challenged Bonds Avoidance Actions after filing, so as to litigate the underlying issue of the validity of the Challenged Bonds, the Oversight Board believes this limited restriction on disclosure of Confidential Information would not be overly burdensome upon the producing parties, defendants, the Oversight Board, or the Court.

12. Accordingly, the Oversight Board requests that the Court enter the Proposed Second Order in recognition of the agreement of the parties as to the terms thereof.

13. The Oversight Board additionally notes that, as of the filing hereof, the Court has not ruled on the Equitable Tolling Motion. Should such motion be granted, depending on the terms of any order granting it, the Oversight Board may consider consenting to relaxation of production deadlines as well as further relief regarding confidentiality restrictions.

[The remainder of this page is intentionally blank]

CONCLUSION

WHEREFORE, attached hereto as Exhibit A is a supplemented Appendix 2; and attached hereto as Exhibit B, for the Court's consideration, is a proposed modification to the First Order to function as a confidentiality agreement in conformation therewith.

Dated: April 23, 2019

/s/ Edward S. Weisfelner
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UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

X

In re:

THE FINANCIAL OVERSIGHT AND : PROMESA
MANAGEMENT BOARD FOR PUERTO RICO, : Title III
as representative of : Case No. 17-BK-3283 (LTS)
THE COMMONWEALTH OF PUERTO RICO *et al.*, : (Jointly Administered)
Debtors.¹ :
X

FURTHER ORDER PURSUANT TO BANKRUPTCY
RULES 1007(i) AND 2004 AUTHORIZING DISCOVERY AND
COMPELLING DISCLOSURE OF LISTS OF SECURITY HOLDERS

Upon further consideration of the *Urgent Motion of the Financial Oversight and Management Board of Puerto Rico for Entry of an Order Under Bankruptcy Rules 1007(i) and 2004 Authorizing Discovery and Compelling Disclosure of Lists of Security Holders* dated April 8, 2019 [ECF No. 6143] (the “Urgent Motion”)² and the *Order Pursuant to Bankruptcy Rules 1007(i) and 2004 Authorizing Discovery and Compelling Disclosure of Lists of Security Holders* [ECF No. 6384] (the “First Order”), and the exhibits attached thereto, the Court hereby FINDS AND DETERMINES that (i) the Court has jurisdiction to consider the Urgent Motion and the

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780 (LTS)) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² Capitalized terms not defined in this Order shall have the meanings ascribed to them in the Motion.

relief requested therein pursuant to section 310 of PROMESA; (ii) venue is proper before this Court pursuant to section 307(a) of PROMESA; (iii) due and proper notice of this Urgent Motion and First Order has been provided under the particular circumstances and no other or further notice need be provided; (iv) based on the statements and arguments made in the Urgent Motion, the Court has found that disclosure pursuant to Rule 1007(i) and examination under Rule 2004 of the Federal Rules of Bankruptcy Procedure is appropriate; and (v) the parties referred to in the First Order have met and conferred regarding the creation of an appropriate confidentiality restriction as reflected herein, and have submitted the proposal reflected below, in compliance with the First Order and in agreement as to the provisions thereof. Accordingly, it is hereby

ORDERED that:

1. The Urgent Motion is further granted as provided herein.
2. To the extent any federal, state or foreign law or other legal authority governing the disclosure or use of confidential information, including personal data or non-public personal financial information, permits disclosure of such information pursuant to an order of a court, this order shall constitute such an order.
3. The Oversight Board shall not disclose any Confidential Information³ to any person for any purpose, except as provided below:
 - a. The Oversight Board may disclose any Confidential Information to (a) the UCC and/or any trustee appointed pursuant to 11 U.S.C. § 926, and (b) each such party's representatives, professionals, and members, provided that the foregoing restrictions shall apply to all such parties and persons (each in such capacity, a "Receiving Party");
 - b. The Receiving Party may disclose the identity of any person or entity who is a defendant to a Challenged Bonds Avoidance Action, together with such person's or entity's address, the date of receipt of any transfers

³ "Confidential Information" constitutes or contains nonpublic proprietary or confidential technical, business, financial, personal, or other information of a nature that can be protected under Rule 26(c) of the Federal Rules of Civil Procedure and Rule 7026 or 9018 of the Federal Rules of Bankruptcy Procedure, or is subject by law or by contract to a legally protected right of privacy. For the avoidance of doubt, Confidential Information includes customer/consumer names and addresses, account numbers, and identification of securities held in the accounts. The term "Confidential Information," however, shall not include information within the public domain that is furnished by any provider of information ("Provider") to a third party who is under no obligation to keep the information confidential.

alleged to be avoidable, the amounts of any such transfers individually and in the aggregate, and the Challenged Bond CUSIP numbers corresponding to any such transfers, in any document necessary to file, serve, and prosecute the Challenged Bonds Avoidance Actions. Notwithstanding the foregoing, in accordance with Local Rule 5.2 of the District of Puerto Rico, the Receiving Party shall, to the extent it seeks to disclose Confidential Information in any pleading, motion, objection, or other public document pursuant to this paragraph, redact all (1) social security or employer identification numbers of individuals or entities, (2) names of any individuals known by the Receiving Party to be minor children as of the date of disclosure; (3) dates of birth of individuals, (4) financial account numbers, and (5) home or business addresses, other than such individuals' or entities' city and state of residence, provided, however, that in any Challenged Bond Avoidance Action not involving an individual known by the Receiving Party to be a minor child at the time of disclosure, the Receiving Party shall file any initial pleading and case commencement materials using a pseudonym name for the defendant, and file with the Court under seal a "key" list matching pseudonyms to actual names, and provided further that the obligation to utilize a pseudonym as provided herein extends only to the initial pleading and case commencement materials and shall terminate twenty-one (21) days after the Receiving Party provides such defendant, at the time of service, with reasonable notice and an opportunity to object to the use of its Confidential Information. For the avoidance of doubt, (a) the Receiving Party may file under seal a single "key" matching pseudonyms to actual names of all defendants to all Challenged Bond Avoidance Actions commenced by such Receiving Party; (b) notice and opportunity for such defendants to object to use of Confidential Information may be provided by the Receiving Party in the body of any initial pleading and no further notice shall be required; and (c) this Order shall be self-effectuating such that no Receiving Party shall be required to file any motion or other pleading with the Court regarding further permission to file such "key" under seal.

- c. Upon the latest of (a) the date that a final judgment has been entered and satisfied as to all Challenged Bonds Avoidance Actions and (b) the date that the above-captioned PROMESA Title III cases are closed by the Court, the Receiving Parties shall destroy all Confidential Information. Notwithstanding the foregoing, the Receiving Parties shall be permitted to retain, in accordance with its documented practices, professional obligations, applicable law or automatic electronic backup systems, archival copies of any Confidential Information. For the avoidance of doubt, the Receiving Parties shall not be required to destroy or erase any electronic copy of such materials that is created pursuant to its standard electronic backup and archival procedures, if only personnel whose functions are primarily information technology in nature have access to such retained copies (except to the extent used for any purpose outlined

above in this paragraph) and such personnel's access is limited to that reasonably necessary for the performance of their information technology duties. Notwithstanding the destruction of Confidential Information pursuant to this paragraph, the Receiving Parties will continue to be bound by their confidentiality obligations and other obligations under this Order in perpetuity; and

- d. In the event that a Receiving Party receives a request to disclose all or any part of the Confidential Information under the terms of a subpoena or other order issued by a court of competent jurisdiction or by another governmental agency, relevant regulatory authority or by the mandatory rules or requirements of any recognized investment exchange, the Receiving Party shall to the extent permitted by law or the mandatory rules or requirements of any recognized investment exchange (a) promptly notify the Provider of the existence, terms and circumstances surrounding such a request, (b) consult with the Provider on the advisability of taking steps to resist or narrow such request, (c) if disclosure of such Confidential Information is required, furnish only such portion of the Confidential Information as the Receiving Party reasonably determines is legally required to be disclosed and (d) cooperate, at the Provider's expense, with the Provider in its efforts to obtain a protective order or other relief to prevent the disclosure of the Confidential Information or other reliable assurance that confidential treatment will be accorded to such portion of the Confidential Information that is required to be disclosed.
4. The Receiving Party shall maintain Confidential Information in a secure and safe area and shall exercise a standard of due and proper care with respect to the storage, custody, use, and/or dissemination sufficient to safeguard against unauthorized or inadvertent disclosure of Confidential Information. Confidential Information shall not be copied, reproduced, extracted or abstracted, except to the extent that such copying, reproduction, extraction or abstraction is reasonably necessary for the conduct of the Challenged Bonds Avoidance Actions. All such copies, reproductions, extractions, and abstractions shall be subject to the terms of this Order and labeled in the same manner as the designated material on which they are based. If a Receiving Party learns that there has been a material breach of a Provider's Confidential Information due to unauthorized access by a third-party (including unauthorized access by a current or former employee of the Receiving Party) to Confidential Information in the Receiving Party's possession, custody or control, the Receiving Party shall as soon as possible notify the Provider of such breach and shall cooperate, or cause its designated agents to cooperate, with the Provider and the Provider's agents in the investigation and resolution of such breach. Nothing in this provision, however, shall be construed as authorizing or requiring a party to violate any law, court order, or regulatory obligation prohibiting the Receiving Party from notifying the Provider of such breach.

5. Any Provider or Receiving Party may seek additional orders from the Court that such Party believes may be necessary to comply with any law or contractual obligation relating to personal data or non-party financial information.
6. The terms of and conditions of this Order shall be immediately effective and enforceable upon its entry.

Dated: _____, 2019

Honorable Judith Gail Dein
United States Magistrate Judge

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